

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:)
) Chapter 11
)
DELPHI AUTOMOTIVE SYSTEMS LLC) Case No. 05-44640
)
)
)
Debtor.)
-----X

**NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **STEPHEN IZZI TRUCKING & RIGGING INC.** ("Transferor")
116 Truman Drive
Edison, NJ 08817
Attn: Stephen Izzi
2. Please take notice of the transfer of 100% (or \$139,570.00) of your right, title, interest, claims and causes of action in and to, or arising under or in connection with your claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), against the DELPHI AUTOMOTIVE SYSTEMS LLC, the debtor in Case No. 05-44640 pending in the United States Bankruptcy Court for the Southern District of New York, and the relevant portion of any and all proofs of claim (Nos. 141 and 16328) filed by Transferor with the Bankruptcy Court in respect of the foregoing claim to:

GOLDMAN SACHS CREDIT PARTNERS L.P. ("Transferee")
c/o Goldman, Sachs & Co.
30 Hudson Street – 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243
E-mail: Pedro.Ramirez@gs.com

An evidence of transfer of claim is attached hereto as Exhibit A. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit B.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS**

NOTICE, YOU MUST:

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

SEP-28-2006 09:01 From:
Sep 21 06 03:27p

IZZ1/1221/SP1

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To: Goldman Sachs
7328190707Co P.3/4
p. 10Exhibit AEVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Stephen Izzi Trucking & Rigging Inc. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Credit Partners L.P. (the "Assignee") 100% (or \$139,570.00) of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), against Delphi Automotive Systems LLC (the "Debtor"), the debtor in proceedings for reorganization (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York (the "Court"), jointly administered with other affiliates under *In re Delphi Corporation* (Case No. 05-44481), and the relevant portion of any and all proofs of claim (Nos. 141 and ~~142~~ 143) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 25th day of September 2006

ASSIGNOR

STEPHEN IZZI TRUCKING & RIGGING INC.

By: Stephen Izzi
Name:
Title:

ASSIGNEE

GOLDMAN SACHS CREDIT PARTNERS L.P.

By: Wendy Myers
Name:
Title:

Wendy Myers

Authorized Signatory

-9-

NY369461.2/153-01A87

EXHIBIT B

Address for Notices:

Goldman Sachs Credit Partners L.P.
c/o Goldman, Sachs & Co.
30 Hudson Street – 17th Floor
Jersey City, NJ 07302
Attention: Pedro Ramirez
Telephone: (917) 343-8319
Fax: (212) 428-1243
Electronic Mail Address: Pedro.Ramirez@gs.com

Wire Instructions:

Bank: Citibank, N.A.
ABA No.: 021000089
Acct. No.: 40717188
Acct. Name: Goldman Sachs Credit Partners L.P.
Attention: Bank Loan Operations – Philip F. Green
Reference: Delphi (Trade Claim) from Stephen Izzi